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OF COUNSEL  
URBAN A LESTER

RECORDATION NO.

27954-A  
FILED

-8 0 0 AM

June 1, 2009

U.S. DEPARTMENT OF TRANSPORTATION BOARD

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: ICX No. 1395-004

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (ICX 1395-004), dated as of May 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (ICX No. 1395-004) being filed with the Board under Recordation Number 27954.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Assignee: Salem Five Cents Savings Bank  
210 Essex Street  
Salem, MA 01970

Anne K. Quinlan, Esquire  
June 1, 2009  
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A description of the railroad equipment covered by the enclosed document is:

3 pieces of maintenance of way equipment: 2 Racine Clip Applicator Removers S/Ns SAR-149-04 and SAR-152-04, and Kershaw 46-2 Ballast Regulator S/N 46-510-04.

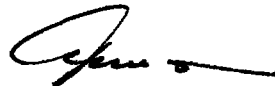
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (ICX No. 1395-004).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(ICX - No. 1395)

This Memorandum of Lease Assignment, dated as of May 27, 2009, is made by ICX Corporation ("Assignor") and Salem Five Cents Savings Bank ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, dated as of April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 004 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

ICX CORPORATION, Assignor

By Michael O'MalleyName Michael O'Malley  
Senior Vice President

Title \_\_\_\_\_

SALEM FIVE CENTS SAVINGS BANK,  
AssigneeBy Don ButcherName Don ButcherTitle SVP

State of Illinois       )  
                                  ) ss:  
County of Cook        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21<sup>st</sup> day of May, 2009.



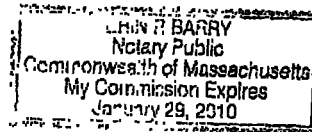
Sarah Sanchez  
Notary Public 8

State of MA )  
County of Essex ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Salem Five Cents Savings Bank, a MA corporation (the "Corporation"), by Don Butler, its SVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at \_\_\_\_\_, this 27 day of May, 2009.

[Signature]  
Notary Public



**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE ASSIGNMENT**

1. **Equipment Schedule:** Equipment Schedule No. 004.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 004 is 84 months commencing as of August 1, 2004.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 004 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<b>Qty</b>	<b>Mfg</b>	<b>Model</b>	<b>Description</b>	<b>Serial Number</b>	<b>BNSF #</b>
1	Racine		Clip Applicator Remover	SAR-149-04	X0100457
1	Racine		Clip Applicator Remover	SAR-152-04	X0100460
1	Kershaw	46-2	Ballast Regulator	46-510-04	X0600419

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/1/09



\_\_\_\_\_  
Robert W. Alvord